



RECORDATION NO. 18914-J FILED

JUL 06 '07 -11 12 AM

SURFACE TRANSPORTATION BOARD

July 6, 2007

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W., Suite 715
Washington, DC 20423-0006

Dear Mr. Williams:

Please find attached, one (1) copy of the Memorandum of Assignment and Assumption Agreement dated June 25, 2007 between the following parties:

Assignor: M&T Credit Services, LLC
25 South Charles St., 18th Floor
Baltimore, MD 21201

Assignee: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Please see Schedule 1 attached hereto for the equipment, (26) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement effective June 29, 2007 related to twenty-six (26) railcars bearing reporting marks: DJJX 424 - DJJX 453, sporadic.

Please file this as a secondary document under Recordation Number 18914-J as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 18914 through 18914-I. The filing fee in the amount of \$35.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6082.

Sincerely,


Barbara A. Brzezicki
Contract Manager

Enclosures

Rail Equipment Group

300 Pike Street
Cincinnati, OH 45202-4214
Phone (513) 419-6200
Fax (513) 419-6221

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MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of June 25, 2007, by and between M & T CREDIT SERVICES, LLC, a New York limited liability company ("Assignor") and THE DAVID J. JOSEPH COMPANY, a Delaware Corporation ("Assignee").

WITNESSETH:

1. ASSIGNOR has agreed to assign to ASSIGNEE that certain lease agreement by and between The David J. Joseph Company (f/k/a Joseph Transportation Services, Inc.), as Lessor, and Martin Marietta Materials, Inc., as Lessee dated March 14, 1994, as amended by Amendment No. 1 dated June 9, 1997 and Amendment No. 2 dated June 24, 2002 (the "Lease"), for thirty (30) (subsequently 28) railcars bearing the railroad reporting markings set forth on Schedule I. *26 for*

2. This Memorandum of Assignment Agreement should be filed under Surface Transportation Board Recordation No. 18914-J and shall be effective as of the date first set forth above.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of the Closing Date set forth in the Purchase and Sale Agreement by and between ASSIGNOR and ASSIGNEE dated as of June 25, 2007.

M & T CREDIT SERVICES, LLC

By: 

Name: Terrance A. Villard

Title: VP

THE DAVID J. JOSEPH COMPANY

By: 

Name: James H. Goetz

Executive VP & CFO

Title: _____

STATE OF Maryland)
COUNTY OF Anne Arundel) SS:

On this 28th day of June, 2007, before me the subscriber, Diane Klasmeyer, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Jeffrey Millard, to me personally known, who stated and acknowledged that he/she is the Vice President of M & T CREDIT SERVICES, LLC, a New York limited liability company and duly authorized by authority of the Board of Directors or By-laws of said company in his/her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he/she has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 28th day of June, 2007.

Nitha Klasmeyer
(Notary Signature)


My commission expires:

Diane Klasmeyer
Notary Public, A.A. Co., MD
My Commission Expires 7-14-08

STATE OF OHIO)
) SS
COUNTY OF HAMILTON)

On this 25th day of June, 2007 before me the subscriber, Barbara A. Brzezicki, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named James H. Goetz, to me personally known, who stated and acknowledged that he is the Executive Vice President and Chief Financial Officer of THE DAVID J. JOSEPH COMPANY, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 25th day of June, 2007.


(Notary Signature)

My commission expires:

2-20-11



BARBARA A. BRZEZICKI
Notary Public, State of Ohio
My Commission Expires 02-20-11

**SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

CARS:

Twenty-six (26), railcars bearing reporting marks:

DJXX 424
DJXX 426
DJXX 427
DJXX 428
DJXX 429
DJXX 432
DJXX 433
DJXX 434
DJXX 435
DJXX 436
DJXX 437
DJXX 438
DJXX 439
DJXX 440
DJXX 441
DJXX 442
DJXX 443
DJXX 444
DJXX 445
DJXX 446
DJXX 447
DJXX 448
DJXX 449
DJXX 451
DJXX 452
DJXX 453

LEASE:

Railroad Equipment Lease by and between The David J. Joseph Company (f/k/a Joseph Transportation Services, Inc.), as Lessor, and Martin Marietta Materials, Inc., as Lessee, dated as of March 14, 1994, as subsequently amended by Amendment No. 1 dated June 9, 1997 and Amendment No. 2 dated June 24, 2002. (the "Lease")